

EXHIBIT 6

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As filed with the Securities and Exchange Commission on October 2, 2018.

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Tencent Music Entertainment Group

(Exact name of Registrant as specified in its charter)

Not Applicable
 (Translation of Registrant's name into English)

Cayman Islands
 (State or other jurisdiction of
 incorporation or organization)

7370
 (Primary Standard Industrial
 Classification Code Number)

Not Applicable
 (I.R.S. Employer
 Identification Number)

17/F, Malata Building, Kejizhongyi Road
 Midwest District of Hi-tech Park
 Nanshan District, Shenzhen, 518057
 the People's Republic of China
 +86-755-8601-3388

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Cogency Global Inc.
 10 E. 40th Street, 10th Floor
 New York, NY 10016
 +1 (800) 221-0102

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)	Amount of registration fee
Class A ordinary shares, par value US\$0.000083 per share(2)(3)	US\$1,000,000,000	US\$121,200

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act of 1933.
- (2) Includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public, and also includes Class A ordinary shares that may be purchased by the underwriters pursuant to an over-allotment option. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) American depositary shares issuable upon deposit of the Class A ordinary shares registered hereby will be registered under a separate registration statement on Form F-6 (Registration No.333-). Each American depositary share represents Class A ordinary shares.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We [and the selling shareholders] may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion
Preliminary Prospectus dated , 2018

American Depositary Shares



Tencent Music Entertainment Group

Representing Class A Ordinary Shares

This is an initial public offering of American depositary shares, or ADSs, representing Class A ordinary shares of Tencent Music Entertainment Group.

We are offering ADSs. [The selling shareholders identified in this prospectus are offering an additional ADSs. We will not receive any of the proceeds from the sale of the ADSs being sold by the selling shareholders.] Each ADS represents of our Class A ordinary shares, par value US\$0.000083 per share.

Prior to this offering, there has been no public market for the ADSs. It is currently estimated that the initial public offering price per share will be between US\$ and US\$.

Following the completion of this offering, our outstanding share capital will consist of Class A ordinary shares and Class B ordinary shares. The Pre-2018 Shareholders, including Tencent Holdings Limited, or Tencent, our controlling shareholder, will beneficially own all of our issued Class B ordinary shares and will be able to exercise % of the total voting power of our issued and outstanding share capital immediately following the completion of this offering. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 15 votes and is convertible into one Class A ordinary share. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Upon any sale, transfer, assignment or disposition of any Class B ordinary shares by a holder thereof to any non-affiliate to such holder, each of such Class B ordinary shares will be automatically and immediately converted into one Class A ordinary share.

Following the completion of this offering, we will be a “controlled company” within the meaning of the [New York Stock Exchange] / [NASDAQ Global Market] corporate governance rules because Tencent will beneficially own % of the total voting power of our then outstanding ordinary shares, assuming the underwriters do not exercise their over-allotment option, or % of our then outstanding ordinary shares if the underwriters exercise their over-allotment option in full. See “Principal [and Selling] Shareholders.”

We [have applied for] listing the ADSs on the [New York Stock Exchange] / [NASDAQ Global Market] under the symbol “TME.”

See “Risk Factors” beginning on page 25 for factors you should consider before buying the ADSs.

Neither the United States Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per ADS	Total
Public offering price	US\$	US\$
Underwriting discounts and commissions(1)	US\$	US\$
Proceeds, before expenses, to us	US\$	US\$

(1) For a description of the compensation payable to the underwriters, see “Underwriting.”

The underwriters have a 30-day option to purchase up to an additional ADSs from us [and certain selling shareholders] at the initial public offering price less the underwriting discounts and commissions.

The underwriters expect to deliver the ADSs against payment in U.S. dollars in New York, NY on , 2018.

(in alphabetical order)				
BofA Merrill Lynch	Deutsche Bank Securities	Goldman Sachs (Asia) L.L.C.	J.P. Morgan	Morgan Stanley
Allen & Company LLC	BOCI	CICC		China Renaissance
Credit Suisse	HSBC	KeyBanc Capital Markets		Stifel

The date of this prospectus is , 2018.

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